

EXHIBIT

GGG



**AGREEMENT RATIFYING LIMITED PARTNERSHIP
OWNERSHIP INTERESTS AND AUTHORIZING CONVERSION
TO LIMITED LIABILITY COMPANY**

AGREEMENT entered this 31st day of December, 2007, ratifying ownership interests in the Fourth Avenue Gambell Limited Partnership and authorizing its conversion to a Limited Liability Company under the Alaska Revised Limited Liability Company Act.

R E C I T A L S

WHEREAS the following persons are presently the limited partners in the Fourth Avenue Gambell, an Alaska Limited Partnership:

Yvonne Anderson	Edward Barrington, Executor
Judith Brown	Kathleen Fargas
Exuparaencia Hoage	Renee Kitchen
Ronald & Patricia Korsmo	Peggy Kreuzenstein
James Matti	Olin & Ruth Mizelle
Gilbert & Kathryn Newman	Ralph Nuzzolese, Executor
Anneliese Voegle	Susan Weeks
William Whitney	William & Lynette Wilson
Marilyn Williams	

WHEREAS Paul Maney is the General Partner of the Fourth Avenue Gambell Limited Partnership; and,

WHEREAS the Fourth Avenue Gambell Limited Partnership was created by Certificate of Limited Partnership filed with the State of Alaska Department of Commerce and Economic Development, Division of Corporations, on May 29, 1979, and said limited partnership (LP) remains in good standing under Alaska law; and,

WHEREAS the partners wish to ratify current ownership of partnership interests, along with percentile ownership interest in the partnership recognizing that historical contributions have not reflected the subscriptions and contributions required; and

WHEREAS the Partners wish to convert the LP into a limited liability company in a transaction that will be tax-free to the Partners under Internal Revenue Code § 721, will not be considered a taxable sale or exchange under Internal Revenue Code § 708, and will not result in a termination of the Partnership for income tax purposes; and,

WHEREAS the Partners have decided to convert their LP into a limited liability company (LLC) to take advantages of the rights and protections available to businesses operating pursuant to the Alaska Revised Limited Liability Company Act;

NOW, WHEREFORE, the Partners agree to convert their LP into a new limited liability company for good and valuable consideration, the sufficiency of which is hereby acknowledged, according to the following terms:

SECTION 1. RATIFICATION OF LP OWNERSHIP INTERESTS

Since inception in 1979, the LP called for annual contributions for years 1980 through 1992, approximately, pro rata with the shares that individual limited partners purchased at inception. However, not all limited partners paid in their designated annual contribution over the years. The LP stopped demanding capital contributions when the LP stopped making payments on its purchase money obligation for the partnership real estate, the Fourth Avenue and Gambell property.

Aside from discrepancies in annual contributions paid in versus those requested, the ownership of partnership interests have changed through either divorce, assignment or death. The limited and general partners wish to ratify the current membership in the partnership so as to render the LP in compliance with the terms of the 1979 Agreement and the Uniform Limited Partnership Act enacted in Alaska, Alaska Statutes, Title 32, Ch. 10.

Accordingly, the limited and general partners of the LP hereby ratify the list of members, their capital contributions, equity balances and ownership interests through December 31, 2006, according to the financial records of the LP's accountant, Douglas Hanson CPA, copy attached as Exhibit A. With regard to the three partnership interests held by spouses jointly, either spouse has authority to execute this document and other documents pertaining to the LP and LLC.

SECTION 2. CONVERSION

The LP shall be converted into a limited liability company under the terms of the Alaska Revised Limited Liability Company Act, AS 10.50.570. Accordingly, Articles of Organization for the new LLC must be executed and filed with the State of Alaska. The Partners authorize Ruth Mizelle, a limited partner in the LP and a member in the new LLC, to execute and file the Articles of Organization. The Partners also agree that Ruth Mizelle shall execute and file an Application for Certificate of Conversion to the new limited liability company.

The conversion of the LP into a limited liability company will be effective upon January 1, 2008, if so permitted by the State of Alaska. Otherwise, the conversion shall be the date of filing and approval by the State of Alaska. Upon the State of Alaska's approval of LP conversion, each of the Partners will be deemed to have contributed his or her entire interest in the LP to the LLC in exchange for an interest as a member of the LLC according to Exhibit A. After the conversion, the interest of each of the Partners in the profits and losses and capital of the LLC will be the same as the Partner's interest in the profits and losses and capital of the LP, as set forth in Exhibit A, and the business of the LP will continue to be carried on by the LLC.

SECTION 2. REPRESENTATIONS AND WARRANTIES

Each of the Partners represents and warrants to the other Partners that he or she is the sole owner of the interest in the LP that will be contributed to the LLC in the conversion of the LP to a limited liability company. Each of the Partners also represents and warrants that his or her interest in the LP is free and clear of any and all liens or encumbrances, and he or she will defend the same against all claims and demands of all persons.

SECTION 3. CONSENT

Each of the Partners consents to contribution and transfer of his or her interest in the LP to the LLC. The Partners understand that neither the LP nor any Partner will have any right to purchase any interest in the LP as a result of the Partners' contribution and transfer of their respective interests to the LLC.

Each of the Partners has read the proposed Articles of Organization for the Fourth Avenue Gambell Limited Liability Company along with the Operating Agreement for the Company, approves of the contents of same, and has simultaneously executed the Operating Agreement as anticipatory members of the new LLC.

SECTION 4. MISCELLANEOUS PROVISIONS

4.1. Binding Effect. The provisions of this agreement are binding upon and will inure to the benefit of the successors and assigns of the parties.

4.2. Litigation Expense. In the event of a default under this agreement, the defaulting party must reimburse the non-defaulting parties for all costs and expenses reasonably incurred by the non-defaulting parties in connection with the default, including without limitation attorneys' fees. Additionally, in the event a suit or action is filed to enforce this agreement or with respect to this agreement, the prevailing party or parties are entitled to be reimbursed by the other party or parties for all costs and expenses incurred in connection with the suit or action, including without limitation reasonable attorneys' fees at the trial level and on appeal.

4.3. Waiver. No waiver of any provision of this agreement will be deemed, or will constitute, a waiver of any other provision, whether or not similar, and no waiver will constitute a continuing waiver. No waiver will be binding unless executed in writing by the party making the waiver.

4.4. Applicable Law. This agreement will be governed by and must be construed in accordance with the laws of the State of Alaska.

4.5 Execution in Counterpart; Authority of Joint Owners. The Partners may execute this Agreement in counterpart, and therefore, the assembly of all signatures executed on different

FOURTH AVENUE GAMBELL LIMITED PARTNERSHIP
List of Limited Partners, Capital Contributions, Equity Balance
And Ownership Interests through December 31, 2006

Partner Name (1)	Capital Contributions (2)	Equity Balance (3)	Ownership Interest (4)
Anderson, Yvonne	\$ 27,853.00	\$ 11,272.28	4.4369%
Barrington, Edward executor *	19,500.00	2,061.05	3.1064
Brown, Judith	19,800.00	8,117.06	3.1541
Farkas, Kathleen *	41,100.00	17,409.84	6.5472
Hoage, Exuparaencia	19,400.00	7,817.60	3.0904
Kitchen, Renee	39,600.00	16,403.02	6.3083
Korsmo, Ronald & Patricia	76,800.00	30,608.01	12.2342
Kreuzenstein, Peggy	38,800.00	15,703.31	6.1808
Maney, Paul	650.00	(5)	0.1035
Matti, James	39,200.00	16,303.31	6.2446
Mizelle, Ruth & Olin	38,600.00	15,503.33	6.1490
Newman, Gilbert & Kathryn	37,000.00	13,903.31	5.8941
Nuzzolese, Ralph executor *	46,400.00	13,068.64	7.3915
Voegle, Anneliese	38,400.00	15,303.31	6.1171
Weeks, Susan	19,800.00	8,217.06	3.1541
Whitney, William	9,343.00	3,769.40	1.4884
Williams, Marilyn	37,500.00	14,403.32	5.9738
Wilson, William & Lynette	78,000.00	31,808.00	12.4254
TOTAL	\$ 627,746.00	\$ 241,471.61	100.00%

Notes:

1. Partners are the current holders of ownership interests. Some owners acquired their interest by assignment or divorce decree; some are estate administrators; and some ownership interests are held jointly between husband and wife.
2. "Capital Contributions" reflect paid in contributions from inception through 1993, approximately, when contributions were last requested. Contributions for three members (*) do not reflect amounts requested but not paid. Distributions in 2002-04 may have adjusted for these members; an accounting is recommended.
3. "Equity Balance" reflects partner accounts adjusted for profits and losses reported on the limited partnership tax returns through December 31, 2006. These equity balances shall be the basis for capital contributions in the partnership's conversion to a limited liability company, subject to further adjustment due to the partnership's 2007 tax return (not prepared).
4. "Ownership Interest" shows the partners' paid in capital contributions as a percentage of total partnership capital (\$627,746.00) through December 31, 2006. This calculation of ownership interest will be transferred to the new limited liability company.
5. Paul Maney was assigned a \$650.00 capital contribution upon LP formation in 1979. However, his contribution was not been reported and adjusted on LP tax returns. Maney's contribution will be addressed in the LLC accounting or its dissolution.

(prepared 12/12/07)

sheets will be the equivalent of all signatures made on the same sheet. The partnership interest held jointly between husband and wife may be executed by either spouse without joinder of the second spouse.

Yvonne Lee Anderson
Yvonne Anderson

Edward Barrington, Executor

Judith Brown

Kathleen Fargas

Exuparaencia Hoage

Renee Kitchen

Ronald/Patricia Korsmo

Peggy Kreuzenstein

Paul Maney

James Matti

Olin/Ruth Mizelle

Gilbert/Kathryn Newman

Ralph Nuzzolese, Executor

Susan Weeks

Anneliese Voegle

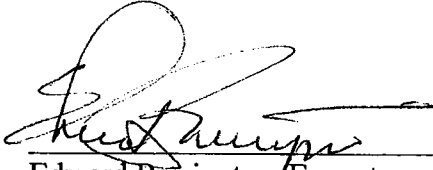
William Whitney

William/Lynette Wilson

Marilyn Williams

sheets will be the equivalent of all signatures made on the same sheet. The partnership interest held jointly between husband and wife may be executed by either spouse without joinder of the second spouse.

Yvonne Anderson



Edward Barrington, Executor

Judith Brown

Kathleen Fargas

Exuparaencia Hoage

Renee Kitchen

Ronald/Patricia Korsmo

Peggy Kreuzenstein

Paul Maney

James Matti

Olin/Ruth Mizelle

Gilbert/Kathryn Newman

Ralph Nuzzolese, Executor

Susan Weeks

Anneliese Voegle

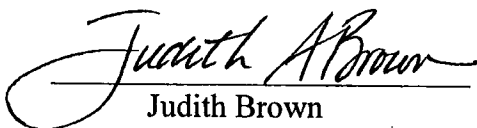
William Whitney

William/Lynette Wilson

Marilyn Williams

sheets will be the equivalent of all signatures made on the same sheet. The partnership interest held jointly between husband and wife may be executed by either spouse without joinder of the second spouse.

Yvonne Anderson



Judith Brown

Edward Barrington, Executor

Kathleen Fargas

Exuparaencia Hoage

Renee Kitchen

Ronald/Patricia Korsmo

Peggy Kreuzenstein

Paul Maney

James Matti

Olin/Ruth Mizelle

Gilbert/Kathryn Newman

Ralph Nuzzolese, Executor

Susan Weeks

Anneliese Voegle

William Whitney

William/Lynette Wilson

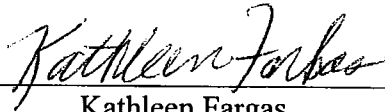
Marilyn Williams

sheets will be the equivalent of all signatures made on the same sheet. The partnership interest held jointly between husband and wife may be executed by either spouse without joinder of the second spouse.

Yvonne Anderson

Edward Barrington, Executor

Judith Brown


Kathleen Fargas

Exuparaencia Hoage

Renee Kitchen

Ronald/Patricia Korsmo

Peggy Kreuzenstein

Paul Maney

James Matti

Olin/Ruth Mizelle

Gilbert/Kathryn Newman

Ralph Nuzzolese, Executor

Susan Weeks

Anneliese Voegle

William Whitney

William/Lynette Wilson

Marilyn Williams

sheets will be the equivalent of all signatures made on the same sheet. The partnership interest held jointly between husband and wife may be executed by either spouse without joinder of the second spouse.

Yvonne Anderson

Edward Barrington, Executor

Judith Brown

Kathleen Fargas

Exuperancia A. Hoage

Exuperancia Hoage
EXUPERANCIA A. HOAGE

Renee Kitchen

Ronald/Patricia Korsmo

Peggy Kreuzenstein

Paul Maney

James Matti

Olin/Ruth Mizelle

Gilbert/Kathryn Newman

Ralph Nuzzolese, Executor

Susan Weeks

Anneliese Voegle

William Whitney

William/Lynette Wilson

Marilyn Williams

sheets will be the equivalent of all signatures made on the same sheet. The partnership interest held jointly between husband and wife may be executed by either spouse without joinder of the second spouse.

Yvonne Anderson

Edward Barrington, Executor

Judith Brown

Kathleen Fargas

Exuparaencia Hoage


Renee Kitchen

Ronald/Patricia Korsmo

Peggy Kreuzenstein

Paul Maney

James Matti

Olin/Ruth Mizelle

Gilbert/Kathryn Newman

Ralph Nuzzolese, Executor

Susan Weeks

Anneliese Voegle

William Whitney

William/Lynette Wilson

Marilyn Williams

sheets will be the equivalent of all signatures made on the same sheet. The partnership interest held jointly between husband and wife may be executed by either spouse without joinder of the second spouse.

Yvonne Anderson

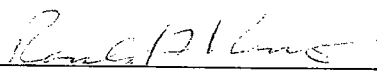
Edward Barrington, Executor

Judith Brown

Kathleen Fargas

Exuparaencia Hoage

Renee Kitchen



Ronald/Patricia Korsmo

Peggy Kreuzenstein

Paul Maney

James Matti

Olin/Ruth Mizelle

Gilbert/Kathryn Newman

Ralph Nuzzolese, Executor

Susan Weeks

Anneliese Voegle

William Whitney

William/Lynette Wilson

Marilyn Williams

sheets will be the equivalent of all signatures made on the same sheet. The partnership interest held jointly between husband and wife may be executed by either spouse without joinder of the second spouse.

Yvonne Anderson

Edward Barrington, Executor

Judith Brown

Kathleen Fargas

Exuparaencia Hoage

Renee Kitchen

Ronald/Patricia Korsmo


Peggy Kreuzenstein

Paul Maney

James Matti

Olin/Ruth Mizelle

Gilbert/Kathryn Newman

Ralph Nuzzolese, Executor

Susan Weeks

Anneliese Voegle

William Whitney

William/Lynette Wilson

Marilyn Williams

sheets will be the equivalent of all signatures made on the same sheet. The partnership interest held jointly between husband and wife may be executed by either spouse without joinder of the second spouse.

Yvonne Anderson

Edward Barrington, Executor

Judith Brown

Kathleen Fargas

Exuparaencia Hoage

Renee Kitchen

Ronald/Patricia Korsmo

Peggy Kreuzenstein

Paul Maney



James Matti

Olin/Ruth Mizelle

Gilbert/Kathryn Newman

Ralph Nuzzolese, Executor

Susan Weeks

Anneliese Voegle

William Whitney

William/Lynette Wilson

Marilyn Williams



sheets will be the equivalent of all signatures made on the same sheet. The partnership interest held jointly between husband and wife may be executed by either spouse without joinder of the second spouse.

_____ Yvonne Anderson	_____ Edward Barrington, Executor
_____ Judith Brown	_____ Kathleen Fargas
_____ Exuparaencia Hoage	_____ Renee Kitchen
_____ Ronald/Patricia Korsmo	_____ Peggy Kreuzenstein
_____ Paul Maney	_____ James Matti
_____ <i>Ruth Mizelle</i> Olin/Ruth Mizelle att 0272074 02/04/2010	_____ Gilbert/Kathryn Newman
_____ Ralph Nuzzolese, Executor	_____ Susan Weeks
_____ Anneliese Voegle	_____ William Whitney
_____ William/Lynette Wilson	_____ Marilyn Williams

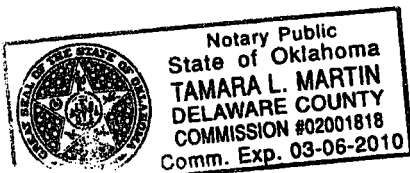
GILBERT OR KATHRYN NEWMAN

Kathryn Newman

Oklahoma
STATE OF ~~ALASKA~~)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on this 20 day of December, 2007, before me, the undersigned, a Notary Public in and for the State of Alaska, commissioned and sworn as such, personally appeared Gilbert or Kathryn Newman, to me known and known to me to be individual named in the within and foregoing Operating Agreement of Fourth Avenue Gambell, LLC; and he/she acknowledged to me that he/she had executed said instrument as his/her own free act and deed for the uses and purposes therein set forth, having full power and authority so to do.

WITNESS my hand and official seal the day and year in this certificate last above written.



Tamara L. Martin
Notary Public in and for ~~Alaska~~: Oklahoma
My Commission Expires: March 6, 2010

sheets will be the equivalent of all signatures made on the same sheet. The partnership interest held jointly between husband and wife may be executed by either spouse without joinder of the second spouse.

Yvonne Anderson

Edward Barrington, Executor

Judith Brown

Kathleen Fargas

Exuparaencia Hoage

Renee Kitchen

Ronald/Patricia Korsmo

Peggy Kreuzenstein

Paul Maney

James Matti

Olin/Ruth Mizelle

Gilbert/Kathryn Newman

Evelyn Atanas

EVELYN ATANAS
Notary Public, State of New York
No. 0145752460
Qualified in Nassau County
Commission Expires March 30, 20 *10*

Susan Weeks

Anneliese Voegle

William Whitney

William/Lynette Wilson

Marilyn Williams

sheets will be the equivalent of all signatures made on the same sheet. The partnership interest held jointly between husband and wife may be executed by either spouse without joinder of the second spouse.

Yvonne Anderson

Edward Barrington, Executor

Judith Brown

Kathleen Fargas

Exuparaencia Hoage

Renee Kitchen

Ronald/Patricia Korsmo

Peggy Kreuzenstein

Paul Maney

James Matti

Olin/Ruth Mizelle

Gilbert/Kathryn Newman

Ralph Nuzzolese, Executor


Susan Weeks

Anneliese Voegle

William Whitney

William/Lynette Wilson

Marilyn Williams

sheets will be the equivalent of all signatures made on the same sheet. The partnership interest held jointly between husband and wife may be executed by either spouse without joinder of the second spouse.

Yvonne Anderson

Edward Barrington, Executor

Judith Brown

Kathleen Fargas

Exuparaencia Hoage

Renee Kitchen

Ronald/Patricia Korsmo

Peggy Kreuzenstein

Paul Maney

James Matti

Olin/Ruth Mizelle

Gilbert/Kathryn Newman

Ralph Nuzzolese, Executor

Susan Weeks


Anneliese Voegle

William Whitney

William/Lynette Wilson

Marilyn Williams

sheets will be the equivalent of all signatures made on the same sheet. The partnership interest held jointly between husband and wife may be executed by either spouse without joinder of the second spouse.

Yvonne Anderson

Edward Barrington, Executor

Judith Brown

Kathleen Fargas

Exuparaencia Hoage

Renee Kitchen

Ronald/Patricia Korsmo

Peggy Kreuzenstein

Paul Maney

James Matti

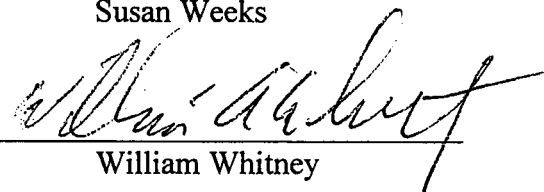
Olin/Ruth Mizelle

Gilbert/Kathryn Newman

Ralph Nuzzolese, Executor

Susan Weeks

Anneliese Voegle



William Whitney

William/Lynette Wilson

Marilyn Williams

sheets will be the equivalent of all signatures made on the same sheet. The partnership interest held jointly between husband and wife may be executed by either spouse without joinder of the second spouse.

Yvonne Anderson

Edward Barrington, Executor

Judith Brown

Kathleen Fargas

Exuparaencia Hoage

Renee Kitchen

Ronald/Patricia Korsmo

Peggy Kreuzenstein

Paul Maney

James Matti

Olin/Ruth Mizelle

Gilbert/Kathryn Newman

Ralph Nuzzolese, Executor

Susan Weeks

Anneliese Voegle

William Whitney

William A. Wilson

William/Lynette Wilson

Marilyn Williams

sheets will be the equivalent of all signatures made on the same sheet. The partnership interest held jointly between husband and wife may be executed by either spouse without joinder of the second spouse.

Yvonne Anderson

Edward Barrington, Executor

Judith Brown

Kathleen Fargas

Exuparaencia Hoage

Renee Kitchen

Ronald/Patricia Korsmo

Peggy Kreuzenstein

Paul Maney

James Matti

Olin/Ruth Mizelle

Gilbert/Kathryn Newman

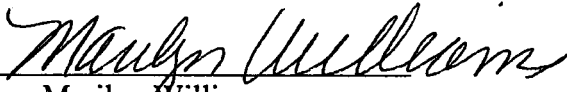
Ralph Nuzzolese, Executor

Susan Weeks

Anneliese Voegle

William Whitney

William/Lynette Wilson



Marilyn Williams